



January 28, 2010

Don Armacost
President & C.E.O.
Peterson Manufacturing Company
4200 E. 135th Street
Grandview, MO 64030

Email: drarmacost@pmlights.com

Re: Flange Socket Connection

Don,

This will confirm our conversation the other day regarding resolution of the trailer connector issue. While the licensing fee may seem high, you will see that in reality it's not much more than the cost of the components and reasonable margin. Although we have sold units to Grote from time to time at a very similar price, our fee or price to you will keep you competitive with them. Another point is if you should choose licensing, Peterson would be the only company to whom we have licensed this product.

The offer is this:

License

1. License fee of \$12.00 per use.
2. Cover our attorney fees, which is approximately \$10,000.
3. Pay \$5.00 for each harness sold after original notification.

Purchase

1. Purchase flange and socket at \$18.63.
2. Cover our attorney fees, which is approximately \$10,000.
3. Pay \$5.00 for each harness sold after original notification.

I believe it is both our desires to not incur expensive litigation fees on this product and hope, after some thought; we can reach an agreement that works for both of us.

Regards,

A handwritten signature in black ink, appearing to read "Brian J. Phillips".

Exhibit D